

FORM 4
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

1. Name and Address of Reporting Person(s)
 Carr Jay F.
 100 Crystal A Drive

 Hershey, Pennsylvania 17033
2. Issuer Name and Ticker or Trading Symbol
 Hershey Foods Corporation (HSY)
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
 06/01
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 VP, Research Services & Special Operations
7. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1) Title of Security | 2) Trans- action Date (Month/ Day/Year) | 3) Trans- action Code Code V | 4) Securities Acquired(A) or Disposed of (D) Amount Price | 5) Amount of Securities Beneficially Owned at End of Month | 6) Nature of Indirect or Beneficial Ownership D or I | 7) Nature of Indirect or Beneficial Ownership D or I |
|----------------------|---|---------------------------------------|--|--|---|---|
| Common Stock | 06/14/01 | A V | 138.8 A (1) | 6,544.1 | I | 401(k) Plan |

Table II (PART 1) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1 through 6)

| 1) Title of Derivative Security | 2) Conversion or Exercise Price of Derivative Security | 3) Trans- action Date | 4) Trans- action Code Code V A | 5) Number of Derivative Securities Acquired (A) or Disposed of (D) | 6) Date Exercisable and Expiration Date Exercisable Expiration |
|------------------------------------|--|-----------------------------|---|--|--|
| - | - | - | - | - | - |

Table II (PART 2) Derivative Securities Acquired, Disposed of, or Beneficially Owned (Columns 1,3 and 7 through 11)

| 1) Title of Derivative Security | 3) Trans- action Date | 7) Title and Amount of Underlying Securities Title | 8) Price of Deri- vative Security Amount or Number of Shares | 9) Number of Derivative Securities Beneficially Owned at End of Month | 10) Nature of Indirect or Beneficial Ownership D or I |
|------------------------------------|-----------------------------|---|--|--|--|
| - | - | - | - | - | - |

Explanation of Responses:

(1)
 These shares were acquired from January 1, 2001 through June 14, 2001 pursuant to the Hershey Foods Corporation Employee Savings, Stock Investment and Ownership Plan (ESSIOP). These shares were purchased at various intervals throughout this period, and the closing price on June 14, 2001 was \$59.95.

SIGNATURE OF REPORTING PERSON
 /S/ Carr, Jay F.
 DATE June 26, 2001